FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



1315661

RICO S.D.O. JAN 24 2005

1086

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

Prefix Serial DATE RECEIVED						
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UNIFORM LIMITED OFFERING EXEMI	PHON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	/
Stark Investments Structured Finance Onshore Fund	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	■ VLOE
Type of Filing: New Filing Amendment	\ PROCECC
A. BASIC IDENTIFICATION DATA	W E33
1. Enter the information requested about the issuer	FEB 0.1 2005
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Stark Investments Structured Finance Onshore Fund	Lason Last Last Last Last Last Last Last Last
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Freeport Financial LLC, 3600 South Lake Drive, St. Francis, WI 53235-3716	Telephone Number (including Area Code A. (414) 294-7000
Address of Principal Business Operations (Number and Street, City. State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	The second secon
Private Investment Fund	THE CONTROL OF THE CO
Type of Business Organization	
and the state of t	lease specify):
Month Year	f a Cayman Islands Unit Trust
Actual or Estimated Date of Incorporation or Organization: 12 2 Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	(ch) 222
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or 77d(6).	Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20.	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only repo thereto, the information requested in Part C, and any material changes from the information previously suppli- not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sa ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Sare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	Securities Administrator in each state where sales r the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exappropriate federal notice will not result in a loss of an available state exemption unle filing of a federal notice.	•

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2 Enter the information		tad for the fo	Harrin			TOTAL				
Enter the informationEach promoter of	1			-	hin tl	a nast five vears				
1							1.00%	or more of	alace	of equity securities of the issuer.
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Each general and in the second s	managn	ig partner of	parm	ersnip issuers.						<u></u>
Check Box(es) that Apply:	X	Promoter		Beneficial Owner	160	Executive Officer	* [3]	Director		General and/or Managing Partner
Full Name (Last name first	, if indiv	ridual)								
Freeport Financial LI	LC						2012.000 2012.000 2012.000			
Business or Residence Ad	dress (N	iumber and S	treet,	City, State, Zip Code	∌)	F1 14 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	TOTAL PROPERTY		- 	git publication in the time to experience to being a second
3600 South Lake Dri	ve, St.	Francis, W	I 532	235-3716						
Check Box(es) that Apply:		Promoter		Beneficial Owner	4.0	Executive Officer	* 🛅	Director	32	General and/or Managing Partner
Full Name (Last name first	, if indiv	ridual)								
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Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	*	Director		General and/or Managing Partner
Full Name (Last name first	, if indiv	ridual)								
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Full Name (Last name first	, if indiv	ridual)								
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Check Box(es) that Apply:		Promoter		Beneficial Owner	100	Executive Officer	[2]	Director	28.	General and/or Managing Partner
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	en i				nglo. Mag					Maria (1773) 27 Company
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first	· · · · · · · · · · · · · · · · · · ·	ridual)			11 214 (31	- CONTRACTOR OF THE SERVICE OF THE S	VACOUS CONTINUE		inki)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Business or Residence Address (Number and Street, City, State, Zip Code)

				В	. INFORM	ATION AB	OUT OFFE	RING				
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2. What is	uie iiiiiiii	iiuiii iiives	unent mat	will be ac	cepted Hot	n any mai	viduat:	• • • • • • • • • • • • • • • • • • • •			····· Yes	No
3. Does the	e offering	permit jo	int owners	hip of a si	ngle unit?							
If a person or states a broker	sion or sim on to be lie , list the na or dealer	nilar remun sted is an a ame of the you may	eration for ssociated p broker or d set forth the	solicitation erson or ag lealer. It m	n of purcha gent of a br ore than fiv	sers in con oker or dea /e (5) perso	Il be paid on nection with aler register ons to be lister or dealer or	h sales of sed with the ted are ass	securities in SEC and/	n the offeri or with a s	ng. tate	
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Business or	r Residenc	e Address	(Number a	nd Street.	City, State.	Zip Code)			n canada da l		12 19 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Rickery, och
					n whompen Hillian high	K III						
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Business	r Resident	e Address	(Number 8	mu sueet,	City, State	, Zip Code				neste seter 18		yikan ja pism
Name of A							ASS.		A CONTRACTOR	Control of Park Service (1988)		
States in W	hich Pers	on Listed	Has Solicit	ed or Inter	ıds to Solic	it Purchas	ers	<u> </u>	00.1914.1314.1394.2584.258	10 Carlot 10 Car	<u> </u>	SUSPECTATION OF STREET
(Chec	k "All Stat	es" or chec	k individua	al States)			••••••				🔢 🗸	All States
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Full Name	(Last nam	e first. if in	dividual)			y a s	on the control of the					
Business o	r Residenc	ce Address	(Number a	and Street,	City, State	, Zip Code)					
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OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS*

	sold. Enter the aggregate offering price of securities included in this offering and the tot sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchang this box and indicate in the columns below the amounts of the securities offered already exchanged.	e offering, check for exchange and	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ O and the second second	\$02
	Equity	19.000 \$100,000 \$100,000 \$100,000 \$100,000	\$
	Common Prefer	rred	. Personners of the contract of
	Convertible Securities (including warrants)	The state of the s	\$ 02
	Partnership Interests	\$0	\$ 000 TO THE STATE OF THE STATE
	Other (Specify Units)	S unfirmited	\$ 3,000,000
	Total	S_unlimited	\$+3,000,000
	Answer also in Appendix, Column 3. if filing under ULOE.		
2. E	Enter the number of accredited and non-accredited investors who have purchased offering and the aggregate dollar amounts of their purchases. For offerings under the number of persons who have purchased securities and the aggregate dollar purchases on the total lines. Enter "O" if answer is *'none" or "zero."	Rule 504, indicate	A
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	The second secon	ş 3,000,000
	Non-accredited Investors	100 100 100 100 100 100 100 100 100 100	\$ 0
	Total (for filings under Rule 504 only)	5 (15 24 000 14 15 16 16 16 16 16 16 16 16 16 16 16 16 16	S : 1 5 5 1 10 10 10 10 10 10 10 10 10 10 10 10 1
	Answer also in Appendix, Column 4, if filing under ULOE.		
3. I	If this filing is for an offering under Rule 504 or 505, enter the information requested sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) mo first sale of securities in this offering. Classify securities by type listed in Part	onths prior to the t C Question 1.	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	Straighten Language in the second	di de la comina
	Regulation A	Service or expense of the service of	Santar and a second
	Rule 504	\$20%E-20%ER 1778-7007 L.S. 4 \$44	\$
	Total	Figure angulating the physics produces	
4	a. Furnish a statement of all expenses in connection with the issuance and dissecurities in this offering. Exclude amounts relating solely to organization expension the information may be given as subject to future contingencies. If the amount of not known, furnish an estimate and check the box to the left of the estimate.	ses of the insurer.	
	Transfer Agent's Fees		\$ 22
	Printing and Engraving Costs		\$
	Legal Fees.	X	\$ 300,000.00
	Accounting Fees	······	\$ 200 200 100 200
	Engineering Fees		Sar Hadadah
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Employee and Administrative Fees	X	\$ 400,000.00
	Total		S 700,000.00

L	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part CQuestion and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted gropping to the issuer."	\$5	S_unlimited
		*	3 un mirced
5.	Indicate below the amount of the adjusted gross proceed in the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate undetect the box to the left of the estimate. The total of the payments listed must equal the adjusted group proceeds to the issuer set forth in response to Part C-Question 4.h above.	1	
		Payments to Officers. Directors, &	Payments to
		Affiliates	Others
	Salarics and fees		0.50
	Purchase of real estate	□ <u>s</u> <u>0</u>	50
	Purchase, rental or leasing and installation of machinery and equipment		□s0
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this	_ · 	. []
	offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ : 0	1750
	Repuyment of indebtedness		
	Working capital		г i g 0
	Other (specify): Investment of Proceeds of Offering in Securities		· /
		3.0	. Liaunlimited
		□ <u>5</u> <u>0</u>	
	Column Totals	<u>s</u> <u>o</u>	□ S <u>unlimite</u>
	Total Payments Listed (column totals added)	្ឋារ <u>ៈ</u>	limited
-	D. FEDERAL SIGNATURE		
~			
21	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice to turned constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commitinformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	ssion, upon written	e 505, the following request of its staff,
U	er (Print or Type) Signature	Date	-
a	rk Investments Structured Finance Onshore Fund	January21, 2005	
LIT	ne of Signer (Print or Type) Title of Signer (Print or Type)		
	n McNally Assistant General Counsel and Secretary to		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

		E. STATE SIGNATURE
1.		262 presently subject to any of the disqualification Yes No
		See Appendix. Column 5, for state response.
2.	The undersigned issuer hereby undertake D (1 7 Cl'R 239,500) at such times as re-	es to firmish to any state administrator of any state in which this notice is filed a notice on Form quired by state law.
3.	The undersigned issuer hereby undertal issuer to offerees.	kes to furnish to the state administrators, upon written request, information furnished by the
4.	limited Offering Exemption (ULOE) of	the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform the state in which this notice is filed and understands that the issuer claiming the availability ablishing that these conditions have been satisfied.
	er has read this notification and knows the horized person.	contents to be true and has duly caused this notice to be signed on its behalf by the undersigned
	rint or Type) vestments Structured Finance Onshore Fu	ind Signature Date January ² , 2005
Name (P	rint or Type)	Title (Print dr Type)
Dan M	cNally	Assistant General Counsel and Secretary to the Fund's Investment Manager

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		1		AP	PENDIX				
1	Intend to non-actinvestors (Part B-)	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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				APP	ENDIX				
•	Intend to non-ac investors	Type of security and aggregate offering price offered in state Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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				APPI	ENDIX				
Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Itern 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY					#1 **		2781 1915 1915 1915 1915 1915 1915 1915 19		117771 IT
PR									